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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re: :  
: : Chapter 11  
DELPHI CORPORATION, et al., : : Case No. 05-44481 [RDD]  
: :  
: :  
Debtors. : : Jointly Administered  
:  
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**JOINT STIPULATION AND AGREED ORDER COMPROMISING AND  
ALLOWING CLAIM (CLAIMANT KEN-MAC METALS,  
A DIVISION OF THYSSENKRUPP METALS, N.A.)**

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (the "Debtors") and Claimant Ken-Mac Metals, a Division of ThyssenKrupp Metals, N.A. ("Claimant") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim (the "Stipulation") and agree and state as follows:

**WHEREAS**, on October 8, 2005 (the "Petition Date"), the Debtors filed

voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York; and

**WHEREAS**, on or about October 6, 2005, Claimant received a check (the "Check") in the amount of \$455,976.90 from DAS LLC as payment for materials delivered to DAS LLC in August 2005 and such Check cleared on October 9, 2005; and

**WHEREAS**, on or about October 7, 2005, Claimant also received a wire transfer (the "Wire Transfer") in the amount of \$455,976.90; and

**WHEREAS**, the Debtors scheduled Claimant as a creditor with an unsecured claim of \$98,578.66 which reflected the application of the Check to the existing prepetition invoices; and

**WHEREAS**, Claimant recognizes that the Wire Transfers and Check collectively constitute a duplicative payment (the "Transfer") that likely would be subject to avoidance and recovery pursuant to chapter 5 of the Bankruptcy Code; and

**WHEREAS**, on June 28, 2007, to resolve the foregoing, Delphi, DAS LLC and Claimant entered into a settlement agreement (the "Settlement Agreement"); and

**WHEREAS**, pursuant to the Settlement Agreement, Delphi and DAS LLC acknowledge and agree that Claimant shall return the Transfer and shall have an allowed unsecured claim against DAS LLC in the amount of \$562,944.68 as a general unsecured non-priority claim (the "Claim"); and

**WHEREAS**, Delphi and DAS LLC are authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies

or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.

**NOW, THEREFORE**, in consideration of the foregoing, the Debtors and Claimant stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$562,944.68 and shall be treated as an allowed general unsecured non-priority claim against DAS LLC.
2. The Settlement Agreement does not impact, alter or affect any other proofs of claim that Claimant has filed against the Debtors and relates solely to those matters arising out of or related to the Claim.

Dated: New York, New York  
July 25, 2007

DELPHI CORPORATION, et al.,  
Debtors and Debtors-in-Possession,  
By their Bankruptcy Conflicts Counsel,  
TOGUT, SEGAL & SEGAL LLP,  
By:

/s/ Neil Berger  
NEIL BERGER (NB-3599)  
A Member of the Firm  
One Penn Plaza, Suite 3335  
New York, New York 10119  
(212) 594-5000

[signatures concluded on following page]

Dated: Indianapolis, Indiana  
July 25, 2007

Ken-Mac Metals, a Division of ThyssenKrupp  
Metals, N.A.

By its Counsel,  
LEWIS & KAPPES, P.C.  
By:

/S/James J. Ammeen, Jr.

James J. Ammeen, Jr., Indiana Bar No. 18519-49  
One American Square, Suite 2500  
Indianapolis, Indiana 46282  
(317) 639-1210

**SO ORDERED**

This 4th day of September, 2007  
in New York, New York

/s/Robert D. Drain  
HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE